

Exhibit E

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
WARREN RESOURCES, INC., <i>et al.</i> , ¹	§	Case No. 16-32760 (MI)
Reorganized Debtors.	§	(Jointly Administered)

**ORDER GRANTING FINAL FEE APPLICATION OF JEFFERIES LLC
AS INVESTMENT BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JUNE 2, 2016 TO AND INCLUDING OCTOBER 4, 2016**

Upon consideration of the final fee application (the “Final Fee Application”)² of Jefferies LLC (“Jefferies”) for allowance of compensation for services rendered and reimbursement of expenses incurred as the investment banker for the Debtors for the period from June 2, 2016 to and including October 4, 2016 (the “Final Compensation Period”); and the Court having reviewed the Final Fee Application; and all applicable requirements of the Bankruptcy Code and the Bankruptcy Rules having been satisfied; and sufficient notice of the Final Fee Application having been provided and no other or further notice being required; and all persons with standing having been afforded an opportunity to be heard on the Final Fee Application at a hearing held to consider approval of thereof; and after due deliberation thereon and good and sufficient notice appearing therefor,

¹ The Reorganized Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: (i) Warren Resources, Inc. (4080); (ii) Warren E&P, Inc. (4052); (iii) Warren Resources of California, Inc. (0072); (iv) Warren Marcellus, LLC (0150); (v) Warren Energy Services, LLC (4748); and (vi) Warren Management Corp. The Reorganized Debtors’ service address is: 11 Greenway Plaza, Suite 3050, Houston, Texas 77046.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Final Fee Application.

IT IS HEREBY ORDERED THAT:

1. The Final Fee Application is GRANTED as set forth herein.
2. Jefferies is allowed, on a final basis, compensation in the amount of \$4,371,093.00 for professional services rendered as investment banker for the Debtors during the Final Compensation Period.
3. Jefferies is allowed the reimbursement of actual and necessary expenses incurred during the Final Compensation Period in connection with its services to the Debtors in the amount of \$72,095.49.
4. The Debtors are authorized and directed to remit payment to Jefferies in the above amounts, less all amounts that the Debtors previously paid to Jefferies on account of such fees and expenses.
5. The Court shall retain exclusive jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
6. This Order shall be effective immediately upon entry.

SIGNED this ____ day of _____.

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE